

EXHIBIT B

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ADELE BRODY, on behalf of herself
and all others similarly situated,

Plaintiff

v.

**STONE & WEBSTER, INC.,
H. KERNER SMITH and THOMAS
LANGFORD,**

Defendants.

Civil Action No. : 00-CV-10874-RCL

#26

FRED DUBOIS, JR., on behalf of himself
and all others similarly situated,

Plaintiff

v.

**STONE & WEBSTER, INC.,
H. KERNER SMITH and THOMAS
LANGFORD,**

Defendants.

Civil Action No. : 00-CV-10883-RCL

#23

[Additional case captions are on subsequent pages.]

**STIPULATION AND PROPOSED ORDER
FOR APPOINTMENT OF LEAD PLAINTIFF AND
APPROVAL OF LEAD PLAINTIFFS' SELECTION OF COUNSEL**

ALBERT A. BLANK, on behalf of
himself and all others similarly situated,

Plaintiff

v.

STONE & WEBSTER, INC.,
H. KERNER SMITH and THOMAS
LANGFORD,

Defendants.

Civil Action No. : 00-CV-10926-RCL

#18

DAVID B. EVERSON, on behalf of
himself and all others similarly situated,

Plaintiff

v.

STONE & WEBSTER, INC.,
H. KERNER SMITH and THOMAS
LANGFORD,

Defendants.

Civil Action No. : 00-CV-11008-RCL

#19

FANNY MANDELBAUM, on behalf of
herself and all others similarly situated,

Plaintiff

v.

H. KERNER SMITH and THOMAS
LANGFORD,

Defendants.

Civil Action No. : 00-CV-11126-RCL

#8

MARK HANSON, on behalf of himself
and all others similarly situated,

Plaintiff

v.

**H. KERNER SMITH and THOMAS
LANGFORD**,

Defendants.

Civil Action No. : 00-CV-11183-RCL

#8

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**STIPULATION AND PROPOSED ORDER
FOR APPOINTMENT OF LEAD PLAINTIFF AND
APPROVAL OF LEAD PLAINTIFFS' SELECTION OF COUNSEL**

WHEREAS, RAM Trust Services, Inc. ("RAM") and Lens Investment Management, LLC ("LENS"), SG Cowen Asset Management ("SG Cowen"), and Kevin Frye ("Frye"), have each filed a motion to be appointed lead plaintiff and for approval of lead plaintiffs' selection of counsel under section 21D(a)(3)(B) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §78u-4(a)(3)(B), and section 27(a)(3)(B) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §77z-1(a)(3)(B);

WHEREAS, John Grady and Elena Hanley ("ESOP Subclass") have filed a motion to be appointed lead plaintiff of an Employee Stock Ownership Plan subclass and for approval of lead plaintiffs' counsel of that subclass under section 21D(a)(3)(B) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §78u-4(a)(3)(B), and section 27(a)(3)(B) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §77z-1(a)(3)(B) (LENS, SG Cowen, Frye and ESOP Subclass collectively referred to as the "Moving Parties");

WHEREAS, the Court has not yet ruled on the lead plaintiff motions; and

WHEREAS, the Moving Parties agree that the interests of the class would be best served by the appointment of RAM and LENS as Lead Plaintiffs and the approval of Lead Plaintiffs' selection of counsel, as set forth below.

Now, therefore, the parties hereto stipulate as follows:

Appointment of Lead Plaintiffs

1. RAM and LENS shall serve as lead plaintiffs ("Lead Plaintiffs") in this action and any other putative class action hereafter filed in or transferred to this District and arising out of substantially the same facts as this litigation.

Plaintiffs' Lead Counsel

2. The law firm of Grant & Eisenhofer, P.A. shall serve as Lead Counsel. Lead Counsel shall have the following duties and responsibilities, in consultation with the Executive Committee:

- a. to coordinate the briefing and argument of motions;
- b. to coordinate the conduct of discovery proceedings;
- c. to coordinate the examination of witnesses in depositions;
- d. to coordinate the selection of counsel to act as spokespersons at pretrial conferences;
- e. to call meetings of the plaintiffs' counsel as Lead Counsel deems necessary and appropriate from time to time;
- f. to coordinate all settlement negotiations with counsel for defendants;
- g. to coordinate and direct the pretrial discovery proceedings and the preparation for trial and to delegate work responsibilities to selected counsel as may be required;

- h. to maintain adequate time and disbursement records covering services as lead counsel; and
- i. to supervise any other matters concerning the prosecution or resolution of the litigation.

Plaintiffs' Liaison Counsel

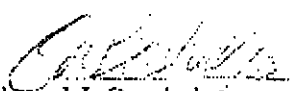
3. The law firm of Berman, DeValerio & Pease, LLP shall serve as Plaintiffs' Liaison Counsel. Plaintiffs' Liaison Counsel shall be available and primarily responsible for communication to and from this Court on behalf of all Plaintiffs and shall be responsible for the creation and maintenance of a master service list of all parties and their respective counsel, as set forth in the Manual for Complex Litigation, 3rd §41.31.

Plaintiffs' Executive Committee

4. The following law firms shall serve as an Executive Committee of Plaintiffs' Counsel: Milberg Weiss Bershad Hynes & Lerach LLP; Weiss & Yourman; Cauley & Geller, LLP; and Berman, DeValerio & Pease, LLP.

Submitted by:

Date: August 2, 2000



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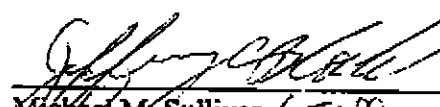
Attorneys for RAM Trust Services, Inc. and
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Date: August 2, 2000


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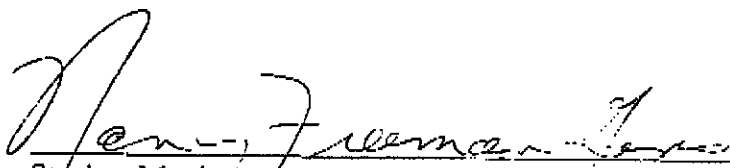
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Attorneys for John Grady and Elena Hanley

Date: August 2, 2000



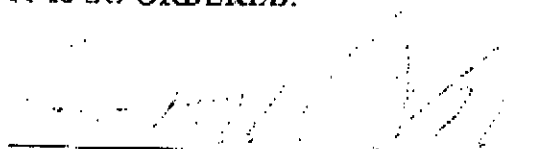
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Attorneys for Kevin Frye

IT IS SO ORDERED.

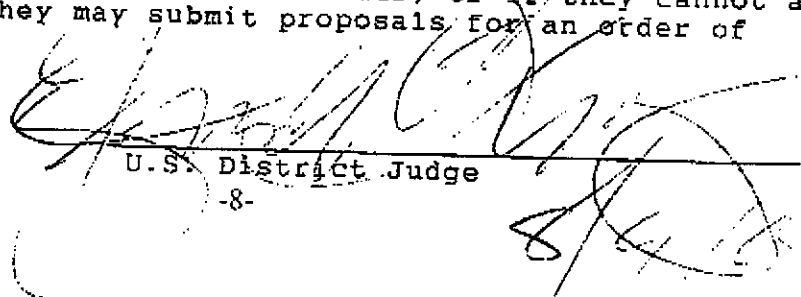
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The Honorable Reginald C. Lindsay

Further, it is the intention of the court to consolidate these cases, at least for pretrial purposes, under a single number and caption. Counsel for the parties (plaintiffs and defendants) are directed to meet to discuss the preparation of a stipulated order of consolidation. The parties shall report to the court on or before September 8, 2000 with a stipulated order, or if they cannot agree on such an order, they may submit proposals for an order of consolidation.

SO ORDERED.



U.S. District Judge